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10 Temporary Conservator of the Person and
11 Temporary Co-Conservator of the Estate

FILED
LOS ANGELES SUPERIOR COURT

MAY 13 2008
JOHN A. CLARKE, CLERK
A. Murdock
BY ANDREA MURDOCK, DEPUTY

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**SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF LOS ANGELES, CENTRAL DISTRICT**

In re the Temporary Conservatorship of the
Person and the Estate of:

BRITNEY JEAN SPEARS,

Temporary Conservatee.

Case No. BP 108870

**PETITION FOR ORDER ALLOWING
AND AUTHORIZING PAYMENT OF
REPLACEMENT COMPENSATION TO
JAMES P. SPEARS AS CONSERVATOR
OF PERSON AND CO-CONSERVATOR
OF ESTATE FOR THE PERIOD
FEBRUARY 1 THROUGH MARCH 3**

Date:
Time:
Dept.: 9
Judge: Hon. Reva Goetz, Judge Pro Tem

Petitioner, James P. Spears, as Temporary Conservator of the Person and Temporary Co-
Conservator of the Estate of Britney Jean Spears ("Petitioner" or "Mr. Spears"), respectfully
presents his Petition for Order Allowing and Authorizing Payment of Replacement Compensation
to James P. Spears as Conservator of Person and Co-Conservator of Estate for the Period February
1 through March 3 (the "Petition"), as follows:

1. Appointment of Temporary Conservator. On February 1, 2008, Petitioner was
appointed Temporary Conservator of the Person of Britney Jean Spears ("Britney" or "Temporary
Conservatee"). On that same date, the Court also appointed Petitioner, along with Andrew M.

1 Wallet of Hinojosa & Wallet ("Mr. Wallet"), as the Temporary Co-Conservators of Britney's
2 Estate. Letters of Temporary Conservatorship were issued the same day. The Court has extended
3 the appointment and the Letters of Temporary Conservatorship several times since February 1,
4 2008. Most recently, the Court extended the appointment and the Letters of Temporary
5 Conservatorship to July 31, 2008. Since their appointment, Mr. Spears has been the duly
6 appointed and acting Temporary Conservator of the Person and Mr. Spears and Mr. Wallet have
7 been the duly appointment and acting Temporary Co-Conservators of the Estate of Britney.

8 2. Appointment of PVP Counsel. On February 1, 2008, the Court appointed Samuel
9 D. Ingham III ("Mr. Ingham") as the PVP attorney for the Conservatee. As of the date of the
10 filing of this Petition, Mr. Ingham has not been discharged as the PVP attorney, and he will be
11 served with a copy of this Petition.

12 3. Order Approving Compensation after March 3, 2008. As explained at the hearing
13 on March 5, 2008, prior to his appointment as Temporary Conservator, Petitioner worked as a
14 private chef and caterer. Since his appointment as Temporary Conservator on February 1st, the
15 Petitioner has assumed virtually full time care and responsibility for the Conservatee. The
16 responsibilities he has assumed as Conservator, and the needs of the Conservatee, have required
17 the Petitioner's full time attention. As a result, he has been unable to continue to his prior
18 employment and he has lost his source of income which he needs to pay his living expenses. On
19 March 5, 2008, Petitioner requested that the Court authorize him to pay himself from the Estate an
20 amount that would replace the compensation he would otherwise be receiving and had lost as a
21 result of his appointment as Temporary Conservator ("Replacement Compensation"). This Court
22 ordered that Mr. Spears shall receive \$2,500 on account per week from the Estate, as of March 3,
23 2008, without prejudice.

24 4. Replacement Compensation Requested. Mr. Spears now requests that the Court
25 allow, authorize and direct the Conservators to provide him with Replacement Compensation for
26 the period February 1, 2008 through March 3, 2008 in the amount of \$2,500.00 per week. A
27 description of the services that the Petitioner has performed for the benefit of the Conservatee

1 since is appointment is set forth in the Declaration of James P. Spears, which is filed conditionally
2 under seal. In view of the responsibility assumed by the Conservator, the results achieved, the size
3 of the Conservatorship Estate, and the benefits to the Temporary Conservatee, the reasonable
4 value of the services Petitioner has performed far exceed \$2,500 per week. Since his
5 appointment, Mr. Spears has taken control of the Conservatee's personal care and, together with
6 Co-Conservator, Andrew Wallet, is putting the Conservatee's financial and business affairs in
7 order. Among other accomplishments, the Conservatee is now enjoying regularly scheduled
8 visitations with her children, which she did not have at all at the time of the Petitioner's
9 appointment.

10 5. Value of the Conservatorship Estate. The current value of the Estate is currently
11 unknown.

12 6. Persons Entitled to Notice. The names and addresses of the persons entitled to
13 notice of this Petition are attached as Exhibit A.

14 7. Request for Special Notice. No request for special notice has been filed.

15 WHEREFORE, Petitioner requests that this court make an order as follow:

16 1. Allowing and Authorizing the Conservator to pay himself Replacement
17 Compensation in the amount of \$2,500.00 per week for the period February 1, 2008 through
18 March 3, 2008 (a total of \$10,000.00) on account; and

19 2. For such other and further relief as the court may deem proper.

20
21 DATED: May 8, 2008

LUCE, FORWARD, HAMILTON & SCRIPPS-LLP

22
23 By: _____

Jeryll S. Cohen

24 Attorneys for James P. Spears, Temporary Conservator
25 of the Person and Temporary Co-Conservator of the
26 Estate of Britney Jean Spears
27

VERIFICATION

I am the Petitioner in this action. I have read the foregoing PETITION FOR ORDER ALLOWING AND AUTHORIZING PAYMENT OF REPLACEMENT COMPENSATION TO JAMES P. SPEARS AS CONSERVATOR OF ~~BIRKENHEAD'S~~ PERSON AND CO-CONSERVATOR OF ~~BIRKENHEAD'S~~ ESTATE FOR THE PERIOD FEBRUARY 1 THROUGH MARCH 3 and know its contents. The matters stated therein are true of my own knowledge except as to those matters that are stated on information and belief, and as to those matters, I believe them to be true.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed on this 5 day of April 2008 at 9:45 am California.

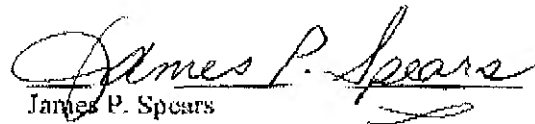

James P. Spears

EXHIBIT A

EXHIBIT A

Samuel D. Ingham III	9440 Santa Monica Blvd. Suite 510 Beverly Hills, California 90210	PVP counsel for Temporary Conservatee
Andrew M. Wallet	Hinojosa & Wallet 2215 Colby Avenue Los Angeles, California 90064	Temporary Co-Conservator of the Estate